



Surface Transportation Board
Washington, D.C. 20423-0001

Office of the Secretary

January 11, 2001


Bradley C. Gunstad
Bombardier Capital Rail Inc
6900 Wedgwood Road Suite 120
Maple Grove MN 55311

Dear Mr. Gunstad:

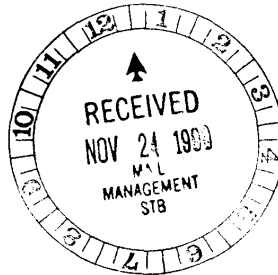
This letter is to advise you that the Recordation filing 22547, Memorandum of Railcar Lease Agreement, dated as of June 30, 1999, has the incorrect filing date of January 4, 1999. The correct filing date is January 4, 2000. Enclosed is a corrected copy with the correct filing date. Please correct your record accordingly.

I apologize for any inconvenience this error may have caused.

Sincerely,


Vernon A. Williams
Secretary

Enclosure



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone 1 (612) 420-8000
Fax 1 (612) 420-8003
<http://www.capital.bombardier.com>

November 21, 1999

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423

RECORDATION NO. **22547** FILED

JAN 4 '00 12-30 PM

Dear Sir or Madam,

^{TS}
SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of June 30, 1999, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 612-416-7205

Lessee: Associated Electric Cooperative Inc.
2814 S. Golden
P.O. Box 754
Springfield, MO 65801
Phone: 417-885-9229

The enclosed Memorandum of Railcar Lease Agreement covers the one hundred ten (110) Auto-Flood II Aluminum Rapid Discharge Coal Hopper Railcars bearing reporting marks and numbers AECX700630 through AECX700739, inclusive, as identified on Exhibit A attached hereto.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

REC'D JUL 19 1999

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of June 30, 1999 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Associated Electric Cooperative Inc.**, a Missouri Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351847 dated June 30, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred ten (110) Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **Bombardier Capital Rail Inc.**

By: 

L. Lee Struble
Vice President-Sales

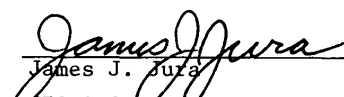
Its: _____

By: 

Bradley C. Gunstad
Vice President & General Counsel

Its: _____

LESSEE: **Associated Electric
Cooperative Inc.**

By: 

James J. Jura
CEO & General Manager

Its: _____

By: 

Michael M. Miller
Assistant Secretary

Its: _____

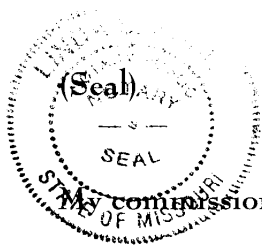
RECORDATION NO. 22547 FILED

JAN 4 '00 12-30 PM

SURFACE TRANSPORTATION BOARD

STATE OF Missouri, COUNTY OF Greene TO WIT:

On this 30th day of June, 1999 before me personally appeared, James J. Jura and Michael M. Miller, to me personally known, who being by me duly sworn, says that they are the CEO & General Manager and Assistant Secretary respectively of Associated Electric Cooperative, Inc., a Missouri Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Linda S. Hare
Notary Public

Linda S. Hare Notary Public
Greene County State of Missouri
My Commission Expires Aug. 16, 2000

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30th day of June, 1999 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and Vice President & General Counsel, respectively of Bombardier Capital Rail Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

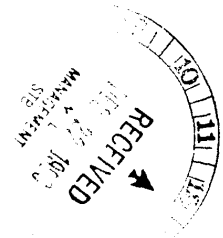
(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT



1. AECX700630	38. AECX700667	75. AECX700704
2. AECX700631	39. AECX700668	76. AECX700705
3. AECX700632	40. AECX700669	77. AECX700706
4. AECX700633	41. AECX700670	78. AECX700707
5. AECX700634	42. AECX700671	79. AECX700708
6. AECX700635	43. AECX700672	80. AECX700709
7. AECX700636	44. AECX700673	81. AECX700710
8. AECX700637	45. AECX700674	82. AECX700711
9. AECX700638	46. AECX700675	83. AECX700712
10. AECX700639	47. AECX700676	84. AECX700713
11. AECX700640	48. AECX700677	85. AEXC700714
12. AECX700641	49. AECX700678	86. AECX700715
13. AECX700642	50. AECX700679	87. AECX700716
14. AECX700643	51. AECX700680	88. AECX700717
15. AECX700644	52. AECX700681	89. AECX700718
16. AECX700645	53. AECX700682	90. AECX700719
17. AECX700646	54. AECX700683	91. AECX700720
18. AECX700647	55. AECX700684	92. AECX700721
19. AECX700648	56. AECX700685	93. AECX700722
20. AECX700649	57. AECX700686	94. AECX700723
21. AECX700650	58. AECX700687	95. AECX700724
22. AECX700651	59. AECX700688	96. AECX700725
23. AECX700652	60. AECX700689	97. AECX700726
24. AECX700653	61. AECX700690	98. AECX700727
25. AECX700654	62. AECX700691	99. AECX700728
26. AECX700655	63. AECX700692	100. AECX700729
27. AECX700656	64. AECX700693	101. AECX700730
28. AECX700657	65. AECX700694	102. AECX700731
29. AECX700658	66. AECX700695	103. AECX700732
30. AECX700659	67. AECX700696	104. AECX700733
31. AECX700660	68. AECX700697	105. AECX700734
32. AECX700661	69. AECX700698	106. AECX700735
33. AECX700662	70. AECX700699	107. AECX700736
34. AECX700663	71. AECX700700	108. AECX700737
35. AECX700664	72. AECX700701	109. AECX700738
36. AECX700665	73. AECX700702	110. AECX700739
37. AECX700666	74. AECX700703	